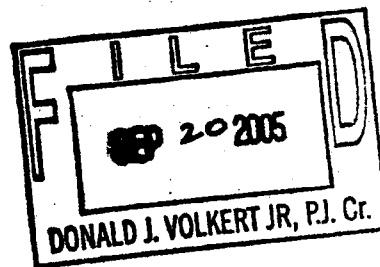


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Newark, New Jersey 07101
Attorneys for Plaintiffs



By: Isabella Trifilio
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SUPERIOR COURT OF NEW JERSEY
CHANCERY DIVISION, ESSEX COUNTY
DOCKET NO. ESX C-90-04

PETER C. HARVEY,
Attorney General of New Jersey and
FRANKLIN L. WIDMANN, Chief of the
New Jersey Bureau of Securities,

Plaintiffs,

v.

CIVIL ACTION

CONSENT JUDGMENT AS TO
DEFENDANT JEFFREY WINTERS

GLOBAL TRADING INVESTMENT, LLC,
a New Jersey Limited Liability Company;
WYNDAM GROUP, L.P.,
a New Jersey Limited Partnership;
BRIAN D. WINTERS, individually, and as
President of Global Trading Investments;
LLC;
NICOLE KEARNEY, individually, and general
partner of Wyndam Group, L.P.;
LAURA ZEMSKY, individually, and as a general
partner of Wyndam Group, L.P.;
EXCALIBUR TRUST;
JEFFREY WINTERS, individually, and as
Trustee of the Excalibur Trust, and
Partner/President of Wyndam Group, L.P.;
EGIDIO ENEA, individually;
MICHAEL MALLEY, individually;
JAY MALHADO, individually;
JOAN POTTS, individually;
ROBERT BARANYI, individually;

MICHAEL F. PRITCHARD, individually;
MATTHEW A. RYER, individually;
ERNESTO OLIVEIRA, individually; and
LISA WINTERS, individually,

Defendants.

This matter was presented to the Court by Peter C. Harvey, Attorney General of New Jersey, and Franklin L. Widmann, Chief of the New Jersey Bureau of Securities ("Bureau"), (Isabella Trifilio, Deputy Attorney General, appearing), pursuant to N.J.S.A. 49:3-69(a), R. 4:52-1 and R. 4:67 for violations of the New Jersey Uniform Securities Law (1997), N.J.S.A. 49:3-47 et seq. ("Securities Law") and on the application of Peter C. Harvey, Attorney General of New Jersey, pursuant to N.J.S.A. 2C:41-4(10)(b), R. 4:52-1 and R. 4:67 by Order to Show Cause seeking temporary and preliminary relief.

On March 17, 2004, the Court entered an Order granting temporary restraints, inter alia, freezing the assets of defendants Brian D. Winters, Global Trading Investment, LLC, Wyndam Group, LP and Excalibur Trust and appointing David Samson, Esq. as Receiver as to defendants Brian D. Winters, Global Trading Investment, LLC, Wyndam Group, LP and Excalibur Trust.

On June 22, 2004, the Court entered an Order granting preliminary restraints, inter alia, freezing the assets of defendants Brian D. Winters, Global Trading Investment, LLC, Wyndam Group, LP, Excalibur Trust, Nicole Kearney and Robert Baranyi and appointing David Samson, Esq. as Receiver as to defendants Brian D. Winters, Global Trading Investment, LLC, Wyndam Group, LP, Excalibur Trust, Nicole Kearney and Robert Baranyi.

On August 4, 2004, the Court entered a Consent Order granting preliminary restraints, inter alia, freezing the assets of defendants Egidio Enea and Joan Potts.

On December 3, 2004, the Court entered an Amended Consent Order granting preliminary restraints, inter alia, appointing David Samson, Esq. as Receiver as to defendant Laura Zemsky.

On February 15, 2005, the Court entered an Order granting the resignation of the Receiver, David Samson, Esq., from his position as Receiver for defendants Global Trading Investment, LLC, Wyndam Group, LP, Brian Winters, Excalibur Trust, Nicole Kearney, Robert Baranyi and Laura Zemsky thereby extinguishing the Receivership over said defendants.

On April 28, 2005, the Court entered a Consent Order vacating the asset freeze over defendants Brian Winters, Global Trading Investments, LLC., Wyndam Group, LP., Excalibur Trust, Nicole Kearney, Joan Potts and Egidio Enea.. Specifically, the Order vacated Paragraph 3 of the March 17, 2004 order, Paragraph 12 of the June 22, 2004 order, and Paragraphs 5 and 9 of the August 4, 2004 order.

On April 28, 2005, the Court entered a Consent Judgment as to defendant Michael Pritchard.

On May 23, 2005, the Court entered a Consent Judgment as to defendant Matthew A. Ryer.

On June 22, 2005, plaintiffs filed a First Amended Verified Complaint.

Defendant Jeffrey Winters ("Winters"), having appeared through counsel, David Jay Glassman, Esq., now desires to resolve this matter. Plaintiffs and defendant Winters have agreed to resolve any and all issues in controversy in this action, on the terms set forth in this Consent Judgment, which terms have, with the consent of the Bureau Chief and defendant Winters, been reviewed and approved by the Honorable Kenneth S. Levy as confirmed by his entering this Consent Judgment.

The Bureau Chief sets forth the following findings:

- a) At all relevant times, defendant Winters served as the Trustee of Defendant Excalibur Trust, and a general partner of Wyndam Group.
- b) Excalibur Trust, at all relevant times, was a general partner of Wyndam. Excalibur Trust is a ninety-two percent (92%) equity owner of Wyndam. The beneficiaries of Excalibur Trust are Lisa Winters and Jacob Winters, Brian Winters' wife and son. The corpus of the trust consists of a life insurance policy on Brian Winters in the amount of five million dollars (\$5,000,000.00).
- c) Winters and defendant Brian D. Winters are brothers.
- d) Wyndam Group, L.P., formerly located in Brick, New Jersey, was a limited partnership created by defendants Brian Winters, Nicole Kearney, Laura Zemsky and Winters, Trustee of Excalibur Trust.
- e) Wyndam Group, L.P. was controlled, managed and operated by defendants Brian Winters, Nicole Kearney, Laura Zemsky and Winters, Trustee of Excalibur Trust.
- f) Winters is not now and never has been registered with the New Jersey Bureau of Securities as an agent, to offer or sell securities in the State of New Jersey. Nor is he registered with the Bureau in any other capacity. Nor is he exempt from registration as an agent;
- g) Wyndam Group L.P. is not now and never has been registered with the Bureau in any capacity, nor is it exempt from registration as a broker-dealer;
- h) Wyndam Group L.P. operated as an unregistered broker-dealer and/or unregistered issuer in effecting the offer and sale of securities from, to and within New Jersey; and
- i) The securities offered by Wyndam Group L.P. were not exempt from registration.

j) The Wyndam Group L.P.'s Confidential Offering Circular which was signed by Jeffrey Winters, was distributed to investors. The aforementioned Offering Circular made materially false and misleading statements and omitted material facts to investors, including but not limited to:

- (i) failing to advise investors that the Wyndam Group securities were sold by unregistered individuals in violation of the New Jersey Uniform Securities Law;
- (ii) making projections of future revenues, in the Wyndam Group, L.P.'s "Offering Circular", that were misrepresentations because they were not based upon actual performance of the funds; and
- (iii) stating that Wyndam Group's investors' money would be invested in one of three companies when in fact Wyndam Group invested in projects not previously authorized by the investors.

Winters consents to the form and entry of this Consent Judgment as evidenced by the Certification attached hereto as Exhibit 'A' which is an integral part of this Consent Judgment.

IT IS on this 20th day of September, 2005, ORDERED AND AGREED:

PERMANENT INJUNCTIVE RELIEF

1. Defendant Winters by serving as Trustee for Excalibur Trust is found to have engaged in the conduct alleged in the Verified Complaint Harvey v. Global Trading Investment, LLC et al., Docket No. ESX-C-90-04 in violation of the Securities Law;
2. Defendant Winters individually and by or through any corporation, business entity, agent, employee, partner, officer, director, attorney, stockholder, successor, and/or any other person

who is directly or indirectly under his control or direction, is permanently restrained and enjoined from directly or indirectly violating the Securities Law and, specifically, from engaging in the following conduct:

- (i) offering for sale or selling, distributing, promoting, advertising, soliciting, negotiating, advancing the sale of and/or promoting securities in any manner to, from, or within the State of New Jersey; and offering for sale or selling, distributing, promoting, advertising, soliciting, negotiating, advancing the sale of and/or promoting unregistered securities in any manner to, from, or within the State of New Jersey in violation of N.J.S.A. 49:3-60;
- (ii) issuing securities or engaging in any securities related activity;
- (iii) providing information and/or communicating in any manner regarding and/or relating in any way to securities, unregistered securities, investment contracts, high yield investment programs and/or contract programs or situations, to any "person" as defined in N.J.S.A. 49:3-49(i);
- (iv) acting as an unregistered agent in the State of New Jersey in violation of N.J.S.A. 49:3-56(a);
- (v) becoming a registered broker-dealer, agent, investment adviser or investment adviser representative, or attempting to become a registered broker-dealer or agent for the sale of securities, or investment adviser or investment adviser representative, in the State of New Jersey; and

- (vi) engaging in the conduct described in plaintiffs' Verified Complaint filed in the New Jersey Superior Court, Chancery Division, Essex County, Harvey v. Global Trading Investment, LLC et al. Docket No. ESX-C-90-04.

RESTITUTION

3. Defendant Winters shall make restitution to investors in an amount of \$20,000.
- (a) Defendant Winters shall pay \$20,000 on or before October 3, 2005;
 - (b) Payment shall be made by certified check or other guaranteed funds, made payable to "Bureau of Securities, State of New Jersey" and delivered to the attention of the Bureau Chief, at the following address: State of New Jersey, Department of Law and Public Safety, Division of Consumer Affairs, Bureau of Securities, 153 Halsey Street, 6th Floor, Newark, New Jersey 07101 ; and
 - (c) Default will be deemed to have occurred if the Bureau does not receive the payment on October 3, 2005.
4. This Court shall retain jurisdiction to enforce restitution.
5. It is expressly understood that investors shall not be barred under the entire controversy doctrine or collaterally estopped from asserting any claims against defendants in separate legal proceedings for principal and interest due from defendants.

CIVIL MONETARY PENALTY

6. Defendant Winters shall be assessed civil monetary penalties, pursuant to N.J.S.A. 49:3-70.1 in the amount of \$5,000.
- (a) Defendant Winters shall pay \$5,000 on or before October 3, 2005;

- (b) Payment shall be made by certified check or other guaranteed funds, made payable to the "Bureau of Securities, State of New Jersey" and delivered to the attention of the Bureau Chief, at the following address: State of New Jersey, Department of Law and Public Safety, Division of Consumer Affairs, Bureau of Securities, 153 Halsey Street, 6th Floor, Newark, New Jersey 07101; and
- (c) Default will be deemed to have occurred if the Bureau does not receive the payment on October 3, 2005.

7. This Court shall retain jurisdiction to enforce the above civil monetary penalties.

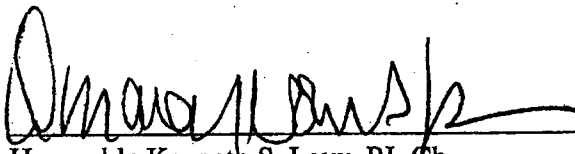
GENERAL PROVISIONS

- 8. Nothing in this Consent Judgment shall in any manner be construed to limit or affect the rights of any persons who may have a claim against the defendant. The amount of any such claim shall be reduced by any amounts paid to such persons by defendant pursuant to this Consent Judgment.
- 9. This Consent Judgment applies to and is binding upon defendant Winters.
- 10. The parties acknowledge that for the purpose of enforcement of this Consent Judgment, New Jersey Law shall govern the terms and provisions herein.
- 11. The parties represent that an authorized representative of each has signed this Consent Judgment with full knowledge, understanding and acceptance of its terms and that this person has done so with authority to legally bind the respective party.


12. This Consent Judgment constitutes the entire agreement among the parties with respect to its subject matter. Any addition, deletion or change to this Consent Judgment must be in writing and signed by all parties to be bound and approved and signed by this Court.
13. This Consent Judgment is entered into by the Parties as their own free and voluntary act and with full knowledge and understanding of the obligations and duties imposed by this Consent Judgment.
14. The Parties have negotiated, jointly drafted and fully reviewed the terms of this Consent Judgment and the rule that uncertainty or ambiguity is to construed against the drafter shall not apply to the construction or interpretation of this Consent Judgment.
15. As used in this Consent Judgment, the plural shall include the singular and the singular shall include the plural. In addition, "or" and "and" shall be interpreted conjunctively.
16. Except as otherwise explicitly provided in this Consent Judgment, nothing herein shall be construed to limit the authority of the Attorney General to protect the interests of the State or the people of the State.
17. If any portion of this Consent Judgment is held invalid or unenforceable by operation of law, the remaining terms of this Consent Judgment shall not be affected.
18. This Consent Judgment shall be binding upon the Parties. In no event shall assignment of any right, power or authority under this Consent Judgment avoid compliance with this Consent Judgment.
19. Winters shall not represent or imply that any business practice or other act or practice hereinafter used or engaged in by him has been required or approved, in whole or part, by the

Attorney General, the Bureau of Securities, the State of New Jersey or any of the State's agencies, agents or subdivisions.

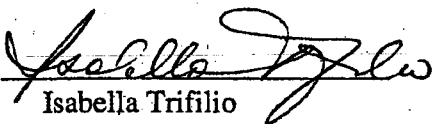
20. Unless otherwise prohibited by law, any signatures by the parties required for entry of this Consent Judgment may be executed in counterparts, each of which shall be deemed an original, but all of which shall together be one and the same Consent Judgment.


Honorable Kenneth S. Levy, PJ, Ch.

Consent to the Form, Content
and Entry of this Consent Judgment:


David Jay Glassman, Esq.
Attorney for Defendant Jeffrey Winters
Dated: 9/12/05

PETER C. HARVEY
ATTORNEY GENERAL OF NEW JERSEY

By: 
Isabella Trifilio
Deputy Attorney General

Dated: 9/19/05

PETER C. HARVEY
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Attorneys for Plaintiffs

By: Isabella Trifilio
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PETER C. HARVEY,
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CIVIL ACTION

EXHIBIT 'A'
TO
CONSENT JUDGMENT

GLOBAL TRADING INVESTMENT, LLC,
a New Jersey Limited Liability Company;
WYNDAM GROUP, L.P.,
a New Jersey Limited Partnership;
BRIAN D. WINTERS, individually, and as
President of Global Trading Investments;
LLC;
NICOLE KEARNEY, individually, and general
partner of Wyndam Group, L.P.;
LAURA ZEMSKY, individually, and as a general
partner of Wyndam Group, L.P.;
EXCALIBUR TRUST;
JEFFREY WINTERS, individually, and as
Trustee of the Excalibur Trust, and
Partner/President of Wyndam Group, L.P.;
EGIDIO ENEA, individually;
MICHAEL MALLEY, individually;
JAY MALHADO, individually;
JOAN POTTS, individually;

ROBERT BARANYI, individually;
MICHAEL F. PRITCHARD, individually;
MATTHEW A. RYER, individually;
ERNESTO OLIVEIRA, individually; and
LISA WINTERS, individually,

Defendants.

CONSENT AND CERTIFICATION

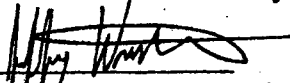
I, **JEFFREY WINTERS**, hereby certify that:

- (i) I was represented by an attorney in connection with all aspects of this proceeding including considering and entering into the Consent Judgment to which this Consent and Certification is to be attached;
- (ii) I was provided with a copy of the Consent Judgment and of this Consent and Certification, by the Plaintiffs in this proceeding; that I have had an opportunity to review them and to ask questions about them; and that I understand their terms and conditions;
- (iii) those terms fully, fairly and accurately set forth my agreement with the New Jersey Bureau of Securities;
- (iv) no employee or official of, or person representing, the Bureau of Securities or the State of New Jersey, has made any additional promise or representation to me regarding this agreement;
- (v) I intend this Consent and Certification to be an integral part of the Consent Judgment;
- (vi) I will abide by, and take all action necessary or helpful to implement, the terms of the Consent Judgment and this Consent and Certification;

(vii) I make these statements unequivocally and without any unstated qualification or reservation.

I am aware that if any of my statements in this Consent and Certification is false, I am subject to punishment.

Certified to this 9 day of September 2005,


JEFFREY WINTERS